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*Attorneys for Irving H. Picard, Trustee for the
Substantively Consolidated SIPA Liquidation of
Bernard L. Madoff Investment Securities LLC
and the Chapter 7 Estate of Bernard L. Madoff*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-01789 (CGM)

SIPA Liquidation

(Substantively Consolidated)

In re:

BERNARD L. MADOFF,

Debtor.

IRVING H. PICARD, Trustee for the
Liquidation of Bernard L. Madoff Investment
Securities LLC, and Bernard L. Madoff,

Plaintiff,

v.

MERRILL LYNCH INTERNATIONAL,

Defendant.

Adv. Pro. No. 10-05346 (CGM)

**DECLARATION OF CARRIE LONGSTAFF IN SUPPORT
OF THE TRUSTEE'S OPPOSITION TO
DEFENDANT MERRILL LYNCH INTERNATIONAL'S MOTION TO DISMISS**

I, Carrie Longstaff, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am a partner with the law firm of Baker & Hostetler LLP, counsel for plaintiff Irving H. Picard, as trustee (the “Trustee”) for the substantively consolidated liquidation of the business of Bernard L. Madoff Investment Securities LLC under the Securities Investor Protection Act, 15 U.S.C. §§ 78aaa-III, and the chapter 7 estate of Bernard L. Madoff.

2. I submit this declaration in support of the Trustee’s Opposition to Defendant Merrill Lynch International’s (“MLI”) Motion to Dismiss.

3. Although several documents attached to this Declaration are stamped confidential, the Trustee’s records indicate that the producing parties have de-designated the documents as not confidential under the Litigation Protective Order entered in this liquidation. *See SIPC v. BLMIS (In re BLMIS)*, Adv. Pro. No. 08-01789 (CGM) (Bankr. S.D.N.Y. June 6, 2011 & Sept. 17, 2013), ECF Nos. 4137 & 5474. In addition, all personal identifying information has been redacted.

4. Many of the subscription, redemption and other documents attached hereto as exhibits are exemplars, and the Trustee is in possession of additional similar documents that can be provided to the Court upon request.

5. Attached hereto as **Exhibit 1** in redacted form is a true and correct copy of MLI’s Fairfield Sentry Limited (“Sentry”) subscription agreement executed on July 25, 2005 (ANWAR-CFSE-00410372 – ANWAR-CFSE-00410384).

6. Attached hereto as **Exhibit 2** in redacted form is a true and correct copy of MLI’s Sentry subscription agreement executed on February 24, 2006 (ANWAR-CFSE-00411890 – ANWAR-CFSE-00411902).

7. Attached hereto as **Exhibit 3** in redacted form is a true and correct copy of MLI’s Sentry subscription agreement executed on May 29, 2007 (ANWAR-CFSE-00412734 – ANWAR-CFSE-00412746).

8. Attached hereto as **Exhibit 4** in redacted form is a true and correct copy of MLI's Fairfield Sigma Limited ("Sigma") subscription agreement executed on December 19, 2007 (MLISAA0000146 – MLISAA0000157).

9. Attached hereto as **Exhibit 5** in redacted form is a true and correct copy of a Sentry subscription payment confirmation for MLI dated August 12, 2005 and Confirmation of Cash Received dated August 1, 2005 in the amount of \$1,400,000 (ANWAR-CFSE-00410364 – ANWAR-CFSE-00410366).

10. Attached hereto as **Exhibit 6** in redacted form is a true and correct copy of a Sentry subscription payment confirmation for MLI dated March 10, 2006 and Confirmation of Cash Received dated March 2, 2006 in the amount of \$2,600,000 (ANWAR-CFSE-00411877 – ANWAR-CFSE-00411880).

11. Attached hereto as **Exhibit 7** in redacted form is a true and correct copy of a Sentry subscription payment confirmation for MLI dated July 11, 2007 and Confirmation of Cash Received dated June 4, 2007 in the amount of \$3,500,000 (ANWAR-CFSE-00412724 – ANWAR-CFSE-00412725).

12. Attached hereto as **Exhibit 8** in redacted form is a true and correct copy of a Sentry Private Placement Memorandum dated October 1, 2004, which was included as part of MLI's Rule 2004 production to the Trustee (MLISAB0003103 – MLISAB0003150).

13. Attached hereto as **Exhibit 9** is a true and correct copy of email correspondence between Philip Toub of Fairfield Greenwich Group ("FGG") and Eric Dutruit of MLI dated June 20, 2005 with the subject line "ML conf call with Fairfield Sentry Call" (FG-00196170 – FG-00196172).

14. Attached hereto as **Exhibit 10** is a true and correct copy of email correspondence between Lauren Ross of FGG, Jonathan Hearth of MLI, and others between June 29, 2005 and

June 30, 2005 with the subject line “Fairfield Greenwich Limited” (ANWAR-CFSE-00607892 – ANWAR-CFSE-00607894).

15. Attached hereto as **Exhibit 11** is a true and correct copy of email correspondence between David Van Wyk of MLI, Lina Pava of FGG, and others dated June 5, 2007 with the subject line “FGG Weekly Fund Reports” (MLISAB0004757 – MLISAB0004759).

16. Attached hereto as **Exhibit 12** is a true and correct copy of email correspondence between Lori Murphy of MLI and Lina Pava and Lauren Ross of FGG, dated between July 26, 2007 and August 16, 2007, with the subject line of: “Fairfield Sentry docs” (MLISAB0002748 – MLISAB0002753).

17. Attached hereto as **Exhibit 13** in redacted form is a true and correct copy of Sentry’s Private Placement Memorandum, dated August 14, 2006, which was attached to the July 26, 2007 email from Lauren Ross to Lori Murphy annexed hereto as Exhibit 12 (MLISAB0001905 – MLISAB0001965).

18. Attached hereto as **Exhibit 14** in redacted form is a true and correct copy of Sigma’s Private Placement Memorandum dated February 16, 2006, which was attached to the July 26, 2007 email from Lauren Ross to Lori Murphy annexed hereto as Exhibit 12 (MLISAB0001966 – MLISAB0002021).

19. Attached hereto as **Exhibit 15** is a true and correct copy of the Fairfield Sentry Limited Return Stream, which was attached to the August 10, 2007 email from Lina Pava to Lori Murphy annexed hereto as Exhibit 12 (MLISAB0002436 – MLISAB0002440).

20. Attached hereto as **Exhibit 16** is a true and correct copy of a chart listing Sentry’s NAVs from November 1990 through July 2007, which was included as part of MLI’s Rule 2004 production to the Trustee (MLISAB0002673 – MLISAB0002677).

21. Attached hereto as **Exhibit 17** is a true and correct copy of a chart listing Sigma's NAVs from December 1999 through July 2007, which was included as part of MLI's Rule 2004 production to the Trustee (MLISAB0002678 – MLISAB0002680).

22. Attached hereto as **Exhibit 18** is a true and correct copy of a FGG PowerPoint presentation concerning Sentry, which was included as part of MLI's Rule 2004 production to the Trustee (MLISAB0002543 – MLISAB0002570).

23. Attached hereto as **Exhibit 19** is a true and correct copy of email correspondence between Lina Pava of FGG, David Van Wyk of MLI, and others dated between August 14, 2007 and August 20, 2007, with the subject line: "FGG Weekly Fund Reports" (MLISAB0004217 – MLISAB0004219).

24. Attached hereto as **Exhibit 20** is a true and correct copy of a Sentry tear sheet dated July 2007, which was attached to the August 20, 2007 email annexed hereto as Exhibit 19 (MLISAB0004220 – MLISAB0004221).

25. Attached hereto as **Exhibit 21** is a true and correct copy of a Sigma tear sheet dated July 2007, which was attached to the August 20, 2007 email annexed hereto as Exhibit 19 (MLISAB0004222 – MLISAB0004223).

26. Attached hereto as **Exhibit 22** is a true and correct copy of email correspondence from Philip Toub of FGG to David Van Wyk dated December 31, 2007 with the subject line: "FGG Monthly Fund Reports" (MLISAB0004298 – MLISAB0004299).

27. Attached hereto as **Exhibit 23** in redacted form are true and correct copies of documents related to MLI's August 1, 2006 redemption from Sentry in the amount of \$1,200,000:

- a. MLI's redemption request form, dated July 11, 2006 (MLISAA0000089.1 – MLISAA0000092.1);

- b. Confirmation of MLI's redemption request, dated July 12, 2006 (ANWAR-CFSE-00410547);
- c. MLI's request for wire transfer payment, dated August 11, 2006 (ANWAR-CFSE-00410552); and
- d. Confirmation of MLI's redemption, dated August 15, 2006 (ANWAR-CFSE-00410542).

28. Attached hereto as **Exhibit 24** in redacted form are true and correct copies of documents related to MLI's November 1, 2008 redemption from Sentry in the amount of \$5,000,000:

- a. MLI's redemption request form, dated October 16, 2008 (MLISAA0000017 – MLISAA0000018);
- b. Confirmation of MLI's redemption, dated November 14, 2008 (ANWAR-CFSE-00417157 – ANWAR-CFSE-00417158); and
- c. MLI's request for wire transfer payment, dated November 17, 2008 (ANWAR-CFSE-00417159 – ANWAR-CFSE-00417160).

29. Attached hereto as **Exhibit 25** in redacted form are a true and correct copies of documents related to MLI's December 1, 2008 redemption from Sentry in the amount of 14,142.8303 shares:

- a. MLI's redemption request form, dated November 11, 2008 (MLISAA0000071 – MLISAA0000073); and
- b. Confirmation of MLI's redemption request, dated November 12, 2008 (MLISAB0003843.1).

30. Attached hereto as **Exhibit 26** in redacted form is a true and correct copy of a Sentry Private Placement Memorandum dated May 8, 2006, which was included as part of MLI's Rule 2004 production to the Trustee (MLISAB0000923 – MLISAB0001004).

31. Attached hereto as **Exhibit 27** is a true and correct copy of Fairfield Greenwich Group's annual employee census for the years 2000 through 2007 (SECSEV0897773 – SECSEV0897799).

I declare under penalty of perjury that the foregoing is true and correct.

Dated: December 9, 2022
New York, New York

By: /s/ Carrie A. Longstaff
Carrie A. Longstaff